

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, **ARNOLD WILLIAMS**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

BOISE INTERNATIONAL, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Ninth** day of **November**, 19 **64** a properly authenticated copy of its articles of incorporation, and on the **Ninth** day of **November**, 19 **64**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **9th** day of **November**, A.D. 19 **64**.

Secretary of State.

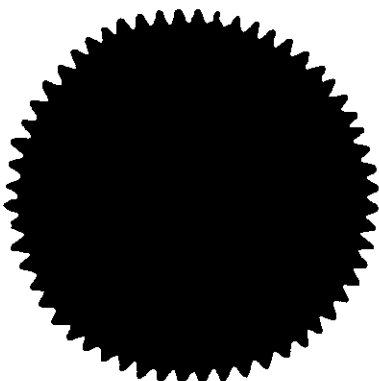
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "BOISE INTERNATIONAL, INC", as
received and filed in this office the twenty-third day of October,
A.D. 1964, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ *day*
of _____ *October*
in the year of our Lord
one thousand nine hundred and _____ *sixty-four.*



Elisha C. Dukes

Secretary of State

J. F. Lawrence

Asst. Secretary of State

CERTIFICATE OF INCORPORATION

OF

Boise International, Inc.

FIRST: The name of this corporation is Boise International, Inc.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD: In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, it is expressly provided that the purposes for which the corporation is to be formed are to do any and all of the things hereinafter set forth to the same extent as natural persons might or could do; namely,

- (1) To purchase, rent, manufacture, deal in, sell, operate and let for hire, new and used motor trucks, other motor vehicles, tractors, agricultural machinery, tools and implements of all kinds, binder and baler twines, wagons, home freezers, household refrigerators, milk coolers, all kinds of cooling or refrigerating equipment, air conditioning equipment of all kinds, all devices, materials and articles used or intended for use in connection therewith; or customarily or advantageously purchased, rented, leased or otherwise dealt in or handled in connection therewith.
- (2) To make, repair, sell and otherwise deal in parts, supplies and accessories connected with the use of any of the articles mentioned in Paragraph (1) immediately preceding; to store, clean and repair any of the articles mentioned in Paragraph (1) hereof; and to do all other things incidental to the business of conducting a dealership for the sale of new and used items, or any of them mentioned in Paragraph (1) hereof; including the maintenance of garages, repair shops or other businesses or facilities profitable in connection therewith.
- (3) To erect, purchase, lease or otherwise acquire and to operate garages or other facilities for the storing, repairing, displaying and selling of any of the items mentioned in Paragraph (1) hereof; and parts and accessories therefor of every kind, nature and description.

- (4) To act as insurance broker or agent for insurance companies in soliciting and receiving applications for insurance of all kinds and classes with respect to and covering any or all of the items mentioned in Paragraph (1) hereof; and in collecting and receipting for premiums on such insurance written by insurance companies; to do such other acts as are necessary or customary in such brokerage or agency and which may be delegated to it by insurance companies, and to receive commissions for its services as broker or agent.
- (5) To do all and anything necessary, suitable, convenient, or proper in the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive to or expedient to the benefit of the corporation.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is **eighteen hundred** (1800) shares of the par value of One Hundred Dollars (\$100.00) each, of which **eight hundred** (800) shares shall be Class A Stock and **one thousand** (1,000) shares shall be Class B Stock. The Class A and Class B Stock shall be identical in all respects except as hereinafter set forth.

FIFTH: The description of said classes of stock and the designations, preferences and voting powers of such classes of stock and the restrictions or qualifications thereof and the terms upon which such stock is to be issued are as follows:

- (1) The Board of Directors may in its discretion and at such times as it deems advisable declare and pay dividends out of any assets available for the payment of dividends under the laws of the State of Delaware, and such dividends shall be in equal amounts per share on both the Class A and Class B Stocks.
- (2) Except as otherwise specifically provided by Statute, the owners and holders of the Class A Stock, while any such stock is issued and outstanding, shall have the sole and exclusive right of voting on all corporate questions, including the election of the Board of Directors, to the exclusion of the owners and holders of the Class B Stock, and the owners and holders of the Class B Stock shall not be entitled to notice of meetings of Stockholders, provided, however, that such voting power and right to notice of stockholders' meetings shall automatically become vested in the owners and holders of the Class B Stock when and at such times as there is no Class A Stock issued and outstanding.

- (3) Each share of Class A Stock shall, at the option of the holder thereof, be converted at any time into one share of Class B Stock as follows:

Such conversions shall be effected by surrendering to the corporation the certificates (properly endorsed and directing the conversion thereof) for the shares of Class A Stock sought to be converted and upon receipt thereof the corporation shall cancel said stock and never again reissue the same, but shall issue in exchange therefor and in lieu thereof to the respective holders of such stock, or their assigns, certificates for Class B Stock, share for share, as hereinabove set forth.

- (4) The corporation may at any time and from time to time, at the option of the Board of Directors, redeem the whole or any part of the outstanding fully-paid Class A Stock, without notice, by paying for said shares an amount equal to their book value as evidenced by the corporation's last month-end balance sheet nearest to the date the redemption is ordered by the Board of Directors. Class A shares so redeemed shall not thereafter be reissued, but shall be forthwith cancelled.
- (5) In the event of the liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the total net assets remaining after the payment of all debts and obligations of the corporation shall be distributed to the stockholders as follows:

The Class A Stock shall first receive up to \$85 per share. Then the Class B Stock shall receive up to \$85 per share. Thereafter, any remaining assets shall be distributed equally per share to both the Class A Stock and the Class B Stock without any preference whatsoever.

SIXTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SEVENTH: The names and places of residence of the incorporators are as follows:

<u>A. D. ATWELL</u>	<u>WILMINGTON, DELAWARE</u>
<u>F. J. OBARA, JR.</u>	<u>WILMINGTON, DELAWARE</u>
<u>A. D. GRIER</u>	<u>WILMINGTON, DELAWARE</u>

EIGHTH: The existence of this corporation is to be perpetual.

NINTH: The private property of the Stockholders shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: The following provisions are hereby agreed to for the purpose of regulating the conduct of the affairs of the corporation.

- (1) With the consent in writing, or pursuant to a vote of the holders of a majority of the capital stock issued and outstanding and entitled to vote, the Directors shall have authority to dispose, in any manner, of the whole property of the corporation.
- (2) The Stockholders and Directors shall have the power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-laws or by resolution of the Stockholders or Directors, except as otherwise required by the laws of Delaware.
- (3) Any and all of the Directors of the corporation may be removed at any time with or without cause, by the owners and holders of a majority of the issued and outstanding voting stock of the corporation.
- (4) The Board of Directors is expressly authorized to remove at any time, with or without cause, any officers of the corporation.
- (5) The corporation upon vote of the persons then owning and holding a majority of the issued and outstanding voting stock of this corporation shall have the right, at their election, to dissolve the corporation and sell its assets, wind up its business affairs and distribute its assets and the proceeds thereof among its stockholders as they may severally be entitled to receive the same as aforesaid.
- (6) The Board of Directors is expressly authorized to make, alter, or repeal the By-Laws of the corporation.

ELEVENTH: It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Certificate of Incorporation shall be regarded as independent objects, purposes and powers.

TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on Stockholders, Directors and Officers are subject to this reserved power.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation under the laws of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true; and accordingly have hereunto set our respective hands and seals this 23rd day of October, 1964.

A. D. ATWELL L.S.
F. J. OBARA, JR. L.S.
A. D. GRIER L.S.

STATE OF DELAWARE)
) SS
COUNTY OF NEW CASTLE)

BE IT REMEMBERED, that on this 23rd day of October, 1964, personally appeared before me, a Notary Public in and for the County and State aforesaid, A. D. Atwell, F. J. Obara, Jr. and A. D. Grier, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said Certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed and each deposed and said that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year aforesaid.

HOWARD K. WEBB
NOTARY PUBLIC
APPOINTED JUNE 27, 1964
STATE OF DELAWARE
TERM 2 YEARS

HOWARD K. WEBB
Notary Public